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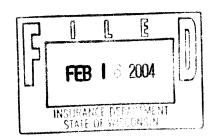
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February 16, 2004

Via Hand Delivery

Mr. Steven J. Junior Senior Insurance Examiner Bureau of Financial Analysis & Examinations Office of the Commissioner of Insurance 125 South Webster St. Madison, WI 53703



Re:

In the Matter of the Acquisition of Control of Blue Cross Blue Shield of Wisconsin; Compcare Health Services Insurance Corporation; Unity Health Plans Insurance Corporation; United Heartland Life Insurance Company; United Wisconsin Insurance Company; and Valley Health Plan, Inc., by Anthem, Inc. and Anthem Holding Corp. (Case No. 04-C28767)

Dear Mr. Junior:

Pursuant to your February 6, 2004 letter requesting that certain information be submitted in connection with the Anthem, Inc. ("Anthem") Form A Statement filed with the Office of the Commissioner of Insurance ("OCI") on December 17, 2003 (the "Form A Statement"), we are providing two (2) copies of Anthem's Responses to OCI's Comments (with Exhibits A and B) on behalf of Anthem. Capitalized terms used in the response have the same meanings as set forth in the Form A Statement, except as otherwise defined therein.

If you need additional information or have questions regarding this correspondence, please feel free to give us a call.

Very truly yours,

MICHAEL BEST & FRIEDRICH LLP

David J. Hanson Thomas E. Klancnik

Enclosure cc (w/enc.):

David R. Frick, Esq. Tibor D. Klopfer, Esq. Thomas C. Geiser, Esq. Q:\client\012462\0001\B0326072.2